

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(CENTRAL DIVISION)**

In re:

**SOUTHERN SKY AIR & TOURS, LLC
d/b/a DIRECT AIR,**

Debtor.

**Chapter 7
Case No. 12-40944-MSH**

**STIPULATION REGARDING APPLICATION OF RIEMER & BRAUNSTEIN LLP
FOR (I) COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE DEBTOR IN THE DEBTOR'S CHAPTER 11 PROCEEDING AND
(II) AUTHORIZATION ALLOWANCE IN THE AMOUNT OF (AND PAYMENT
FROM) RETAINER ON AN INTERIM BASIS**

NOW COME Joseph H. Baldiga, the Chapter 7 trustee (the "Trustee") of the bankruptcy estate (the "Estate") of Southern Sky Air & Tours, LLC d/b/a Direct Air, the debtor herein (the "Debtor"), and Riemer & Braunstein LLP, former counsel to the debtor-in-possession during the Debtor's Chapter 11 proceeding ("R&B"; together with the Trustee, the "Parties"), and enter into this Stipulation Regarding Application of Riemer & Braunstein LLP for (I) Compensation and Reimbursement of Expenses as Counsel to the Debtor In the Debtor's Chapter 11 Proceeding and (II) Authorization Allowance in the Amount of (and Payment From) Retainer On An Interim Basis With Such Amount and Balance of Application Constituting an Administrative Claim Subject to Final Determination By the Court (the "Stipulation"), as follows:

BACKGROUND

1. On March 15, 2012, the Debtor filed a petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").
2. On April 11, 2012 (the "Conversion Date"), this Court converted the within case to one under Chapter 7 of the Bankruptcy Code.

3. On the Conversion Date, the United States Trustee appointed Joseph H. Baldiga Chapter 7 trustee of this proceeding and he continues to serve as such.

4. On March 22, 2012, the Debtor filed an Application for Authority to Employ Riemer & Braunstein LLP as Bankruptcy Counsel, which was allowed by this Court on April 6, 2012.

5. On May 17, 2012, the Trustee filed a Motion to Establish a Bar Date By Which All Creditors Asserting Chapter 11 Administrative Expense Claims Must File Such Claims requesting, among other things, that this Court establish a bar date by which creditors holding Chapter 11 administrative claims must file such claims against the Estate or be forever barred.

6. On May 22, 2012, this Court entered an Order and Notice Regarding Bar Date for Filing Chapter 11 Administrative Expense Claims setting July 31, 2012 as the deadline for filing Chapter 11 administrative expense claims.

7. On July 31, 2012, R&B filed its Application for (I) Compensation and Reimbursement of Expenses as Counsel to the Debtor in the Debtor's Chapter 11 Proceeding and (II) Authorization Allowance in the Amount of (and Payment From) Retainer on an Interim Basis With Such Amount and Balance of Application Constituting an Administrative Claim Subject to Final Determination By The Court (the "R&B Administrative Request") seeking, among other things, (i) interim allowance and payment of fees in the amount of \$24,758.36 and expenses in the amount of \$5,295.64, to be paid from the retainer held by R&B in the amount of \$30,054.00 (the "Retainer") and (ii) allowance of all fees and expenses requested pursuant to the R&B Administrative Request subject to final determination by this Court.

8. This Court scheduled a hearing to consider the R&B Administrative Request for September 13, 2012 at 2:00 p.m. (the "Hearing") and established a deadline by which the

Trustee, and any other party in interest, may object or otherwise respond to the R&B Administrative Request of August 27, 2012 at 4:30 p.m. (the "Response Deadline").

9. The Trustee is holding only approximately \$3,000 thus far in this case and, therefore, funds are not currently available for payment of Chapter 11 administrative claims.

10. R&B has confirmed that it is only requesting, at this time, an interim award in an amount equal to the Retainer and that any determination of the allowance and payment of the balance of its fees and expenses requested pursuant to the R&B Administrative Request should be deferred until the Estate has funds available for the payment of Chapter 11 administrative claims.

11. The Parties have engaged in discussions regarding the R&B Administrative Request and agree to the resolution of the R&B Administrative Request on the terms set forth below.

NOW THEREFORE, the Parties hereby stipulate and agree as follows:

- A. Pursuant to the R&B Administrative Request, R&B shall be awarded an interim amount of \$24,758.36 in fees and \$5,295.64 in expenses, which awards shall be paid from the Retainer currently held by R&B in the amount of \$30,054.00;
- B. Consideration of the balance of fees requested in the R&B Administrative Request in the amount of \$136,698.64, as well as any additional interim fees and expenses and final consideration of the interim award noted above, shall be deferred until such time that the Trustee recovers monies for the benefit of the Estate sufficient to fund payment of Chapter 11 administrative claims;

- C. Upon the Trustee's determination of the availability of funds, one or both of the Parties shall notify the Court and request that the Court schedule a new Response Deadline and Hearing with respect to the R&B Administrative Request; and
- D. This Stipulation is subject to Bankruptcy Court approval pursuant to MLBR 9019-1. Absent such approval, this Stipulation shall be of no force or effect.

Respectfully submitted,

THE LAW FIRM OF
RIEMER & BRAUNSTEIN LLP

JOSEPH H. BALDIGA,
CHAPTER 7 TRUSTEE

By his counsel,

/s/ Alan L. Braunstein
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Dated: August 27, 2012

/s/ Joseph H. Baldiga
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Dated: August 27, 2012